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Counsel for the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case No. 12-13810 (MG)
VIVARO CORPORATION, *et al.*, :
Debtors. : (Jointly Administered)
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**FIRST SUPPLEMENTAL DECLARATION OF
GEORGE P. ANGELICH IN SUPPORT OF APPLICATION FOR
AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF
ARENT FOX LLP AS ATTORNEYS FOR THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS NUNC PRO TUNC TO OCTOBER 4, 2012**

George P. Angelich, declares under penalty of perjury that:

1. I am a partner in the Bankruptcy and Financial Restructuring Group at Arent Fox LLP (“Arent Fox”), a law firm which employs approximately 350 attorneys and maintains an office for the practice of law at 1675 Broadway, New York, NY 10019, as well as offices in Washington, DC; St. Louis, MO; and Los Angeles, CA.
2. This declaration (the “First Supplemental Declaration”) is submitted to supplement the Declaration of George P. Angelich submitted on November 7, 2012, in support of the Application of the Official Committee of Unsecured Creditors (the “Committee”) of Vivaro Corporation, *et al.* (the “Debtors”) to employ and retain Arent Fox as counsel to the Committee *nunc pro tunc* to October 4, 2012.

3. Arent Fox files this First Supplemental Declaration in connection with the Debtors' efforts in marketing the sale of substantially all of its assets. In this regard, interested parties confidentially submitted letters of intent or other expressions of interest concerning the purchase of the Debtors' assets. Should any of the parties identified on Exhibit A emerge as the successful bidder and ultimate purchase of the Debtors' assets, Arent Fox will supplement this Declaration.

4. Annexed hereto as Exhibit B is a list of all entities and individuals with whom Arent Fox has or had a connection. As disclosed in Exhibit B, Arent Fox and its partners, counsel, and associates have in the past represented, currently represent, and may in the future represent entities and individuals that are creditors of the Debtors, or other parties-in-interest in the Debtors' Chapter 11 cases, in matters unrelated to these cases. Arent Fox has not, and will not, represent any creditors of the Debtors or other parties-in-interest in connection with the Debtors or these cases or have any relationship with any such entity or individual which would be adverse to the Debtors or their estate.

5. Arent Fox has connections with attorneys at law firms that represent two bidders. Heidi J. Sorvino is a partner at Hodgson Russ LLP and is formerly a partner at Arent Fox LLP. Lisa M. McIntyre is an associate at Tarter Krinsky & Drogin LLP and is formerly an associate at Arent Fox LLP.

6. Arent Fox will continue to research potential conflicts with respect to its representation of the Committee in these cases and reserves the right to supplement its disclosures as necessary in order to disclose any conflicts or connections as appropriate.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 14th day of January, 2013, at New York, New York.

/s/ George P. Angelich
George P. Angelich

EXHIBIT A

Confidential Bidder No. 1
Confidential Bidder No. 2
Confidential Bidder No. 3
Confidential Bidder No. 4
Confidential Bidder No. 5
Confidential Bidder No. 6
Confidential Bidder No. 7
Confidential Bidder No. 8
Confidential Bidder No. 9
Confidential Bidder No. 10
Confidential Bidder No. 11
Confidential Bidder No. 12
Confidential Bidder No. 13
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Confidential Bidder No. 70
Confidential Bidder No. 71
Confidential Bidder No. 72
Confidential Bidder No. 73
Confidential Bidder No. 74
Confidential Bidder No. 75

EXHIBIT B¹

<u>Debtors' Party</u>	<u>Arent Fox Relationship</u>
Confidential Bidder No. 3	Current Adverse
Confidential Bidder No. 9	Former Adverse
Confidential Bidder No. 13	Current Adverse; Former Client.
Confidential Bidder No. 16	Current Adverse
Confidential Bidder No. 17	Current & Former Client-Friendly; Current & Former Other; Current & Former Adverse
Confidential Bidder No. 18	Former Client; Former Adverse
Confidential Bidder No. 20	Current Other; Current & Former Adverse
Confidential Bidder No. 22	Current Client
Confidential Bidder No. 24	Current Client; Current & Former Adverse
Confidential Bidder No. 25	Former Adverse
Confidential Bidder No. 27	Current Adverse
Confidential Bidder No. 28	Current Client-Friendly (parent of current but inactive client); Current Adverse; Former Other
Confidential Bidder No. 32	Current Adverse
Confidential Bidder No. 34	Current & Former Adverse; Current Other; Former Client-Friendly
Confidential Bidder No. 48	Current Adverse
Confidential Bidder No. 50	Current Adverse
Confidential Bidder No. 57	Former Client; Current Adverse; Current & Former Other
Confidential Bidder No. 58	Current & Former Adverse
Confidential Bidder No. 59	Current Adverse
Confidential Bidder No. 60	Current Other; Current & Former Adverse
Confidential Bidder No. 62	Former Adverse
Confidential Bidder No. 63	Current & Former Adverse
Confidential Bidder No. 66	Current Other
Confidential Bidder No. 68	Current Other
Confidential Bidder No. 70	Current Client

¹ Party relationships are classified as: (i) Client; (ii) Former Client (no active matters are attributed to the client because all amounts have been billed and the entity or individual is no longer considered a client); (iii) Adverse; (iv) Other Interested Party (a party that is not a Client, a Former Client, Client Friendly or Adverse); (v) Client Friendly (a party who refers a client to Arent Fox; an affiliate of the client; possibly an officer or party who is not adverse to the client; or a party who is generally aligned with the Arent Fox client); (vi) Current Creditor (a party who is involved in another bankruptcy case involving an appearance by Arent Fox); (vii) Consumer Connection (a party with whom Arent Fox attorneys have some *de minimis* or consumer level connection, e.g., phone service, credit card or other personal goods or services); or (viii) Arent Fox Vendor Payment (a party to whom Arent Fox has issued a check, settlement payment, or paid for goods and services in the course of business).

<u>Debtors' Party</u>	<u>Arent Fox Relationship</u>
Confidential Bidder No. 72	Current & Former Adverse